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**Trendzon Holdings Group Limited**  
**卓航控股集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1865)**

**VOLUNTARY ANNOUNCEMENT**  
**ISSUANCE OF BONDS**

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On 5 October 2021, the Issuer, a wholly-owned subsidiary of the Company, entered into the Subscription Agreement with the Subscriber, pursuant to which the Subscriber agreed to subscribe for the Bonds according to the terms of the Subscription Agreement and the Bond Instrument with the principal amount of RMB45,000,000.

This is a voluntary announcement made by the Company in relation to the issuance of the Bonds by the Issuer.

**(I) ISSUANCE OF BONDS**

The Board wishes to announce that on 5 October 2021, the Issuer, a wholly-owned subsidiary of the Company, entered into the Subscription Agreement with the Subscriber in relation to the Subscription.

The principal terms of the Bonds are set out below:

**Issuer:** Trendzon (Guangzhou) Industrial Park Investment Development Company Limited# (卓航(廣州)產業園投資發展有限公司), a wholly-owned subsidiary of the Company

**Subscriber:** Shanghai Heri Investment Company Limited# (上海赫日投資有限公司)

As at the date of this announcement, to the best of the Directors' knowledge, information and belief having made reasonable enquiries, the Subscriber and its ultimate beneficial owners are Independent Third Parties

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|-------------------|---|
| Principal amount: | RMB45,000,000. The Subscriber shall subscribe for the Bonds at par value of the Bonds which is equal to the principal amount of the Bonds of RMB45,000,000 and payable on Completion in cash  |
| Maturity date:    | the fourth anniversary of the issue date of the Bonds   |
| Interest:         | the Bonds will bear interest on the principal amount from and including the date of issue at the rate of 4.3% per annum accrued on a daily basis of 365-day payable on maturity date  |
| Early redemption: | unless any of the event of default as described in the terms and conditions of the Bond Instrument occurs, neither the Issuer nor the Subscriber has the right to request for the redemption of the Bonds at any time prior to the maturity date in whole or in part of the outstanding principal amount of the Bonds |
| Status:           | the Bonds constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank equally with all its other present and future unsecured and unsubordinated obligations   |
| Transferability:  | the Bonds are freely transferrable to any transferee (other than to a connected person of the Issuer which will be subject to the Issuer's prior written consent)   |
| Listing:          | no application will be made for the listing of the Bonds on the Stock Exchange or any stock or securities exchange  |

### **Conditions precedent**

The Completion of the Subscription is conditional upon fulfilment of the following conditions:

- (i) all necessary consents and approvals to be obtained on the part of the Issuer in respect of the issue of the Bonds having been obtained, and the Issuer is in compliance with all relevant laws and regulations (including but not limited to the laws of Hong Kong and the Listing Rules);
- (ii) all necessary consents and approvals to be obtained on the part of the Subscriber in respect of the issue of the Bonds having been obtained, and the Subscriber is in compliance with all relevant laws and regulations (including but not limited to the laws of Hong Kong and the Listing Rules); and
- (iii) the warranties given by the Issuer remaining true and accurate in all material respects and not misleading in any material respect, and there has not been any event or condition that may result in the Issuer in breach of the warranties or any other terms of the Subscription Agreement in any material respect.

Save for the condition (iii) above which can be waived by the Subscriber, other conditions are incapable of being waived. If the conditions set out above have not been satisfied (or as the case may be, waived) on or before the Long Stop Date, the Subscription Agreement shall cease and determine, and no party shall have any claim against the other in respect of the Subscription Agreement or any events or matters contemplated therein, save for any antecedent breaches of the Subscription Agreement.

### **Completion**

Completion shall take place on the third Business Day after the fulfilment or waiver (as the case may be) of all conditions under the Subscription Agreement (or such other date as may be agreed in writing between the parties) but in any event shall be no later than 14 Business Days after the date of the execution of the Subscription Agreement.

### **Background of the Subscriber and its reasons for the Subscription of the Bonds**

The Subscriber was established on 30 March 2015 and is principally engaged in investment in financial and capital market. The Subscriber aims to be a large international institutional investor that is stable, professional, responsible and reputable, and its investment activities adhere to the following basic principles:

- Investment activities are based on business objectives, and the objective of investment is to maximize shareholders' equity under acceptable risk exposure
- As a financial investor, it does not seek control over the investee
- As a responsible investor, it strictly complies with the relevant laws and regulations of its home country and the country or region where the investment is made, and actively fulfills its corporate social responsibility
- Investment activities are driven by research and asset allocation, aiming to make investment decisions steadily and prudently, and carry out investment activities in a rigorous and standardized manner

Based on the above investment principles and reasonable due diligence, the Subscriber believes that the Company will strive to build an integrated industrial operation platform hosting “100 cities with Trillion Yuan (百城萬億)” based on industrial real estate, which will conduct the upgrades of regional industrial structure nationwide and create “industrial IP” parks by life category based on urban characteristics. Each park will be divided into several areas, including “deep processing and packaging”, “logistics” and “business incubation” on the basis of intelligent manufacturing and intelligent equipment, so as to export industrial innovation for park products. In addition to the “platform sharing” of the products from various cities in the PRC, it realizes a comprehensive industrial operation platform that facilitates matching with finance and listing incubation from back-end centralized collection to TOB order, ultimately forming a large comprehensive platform ecology, which includes “One city, One industry”, “Industry Sharing”, “Industry-enterprise Integration”, “Industry-finance Combination”, “Industry-city Integration” and “Government-enterprise Interconnection” based on the sustainable urban development. The Subscriber considers that the Group's development in Trendzon Diandian Science and Technology Innovation City is in line with its investment objective.

The Subscriber believes that the Subscription will make a positive contribution to the Subscriber's income and profits, and is beneficial to the development of the Group, thereby benefiting the Subscriber and the Company as a whole. The Subscriber will continue to actively seek suitable development or investment opportunities for the Group to achieve sustainable and stable performance in the long run.

## **REASONS FOR AND BENEFITS OF THE ISSUANCE OF BONDS AND USE OF PROCEEDS**

The Company is an investment holding company and the Group is principally engaged in (i) the provision of infrastructural pipeline construction and related engineering services mainly for gas, water, telecommunications and power industries services in Singapore; and (ii) trading of building materials.

The Board has considered various ways of raising funds to develop its businesses and consider that the issue of bond represents a suitable opportunity to raise capital for the Group. The Board considers that the issue of bond will not result in any dilution effect on the shareholding of the existing Shareholders.

In view of the above, the Directors are of the view that the issue of the Bonds provides a good opportunity to strengthen the Company's financial position and the terms of the Bonds are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Company intends to use the proceeds from the issue of the Bonds mainly for development and upgrades of Trendzon Diandian Science and Technology Innovation City and for general working capital of the Group.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

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| “Board”           | the board of Directors   |
| “Bonds”           | the 4.3% coupon unsecured unlisted bonds with a term of four years, to be issued by the Issuer in the principal amount of RMB45,000,000 pursuant to the Subscription Agreement |
| “Bond Instrument” | the instrument by way of deed poll to be executed by the Issuer creating and constituting the Bonds  |
| “Business Day”    | any day (excluding Saturday, Sunday, public holiday in the PRC) on which banks generally are open for business in the PRC during normal working hours                          |
| “Completion”      | the completion of the Subscription in accordance with the terms and conditions of the Subscription Agreement   |

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| “Company”                      | Trendzon Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1865)                       |
| “connected person(s)”          | has the meaning ascribed thereto in the Listing Rules  |
| “Directors”                    | the director(s) of the Company   |
| “Group”                        | the Company and its subsidiaries from time to time   |
| “Hong Kong”                    | the Hong Kong Special Administrative Region of the PRC   |
| “Independent Third Party(ies)” | third party(ies) independent of and not connected with the Company and its connected persons   |
| “Issuer”                       | Trendzon (Guangzhou) Industrial Park Investment Development Company Limited# (卓航(廣州)產業園投資發展有限公司), a company established in the PRC with limited liability, a wholly-owned subsidiary of the Company, the issuer of the Bonds |
| “Listing Rules”                | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Long Stop Date”               | a date falling the last day of the second month from the date of the Subscription Agreement or such later date as the Issuer and the Subscriber may mutually agree in writing  |
| “PRC”                          | the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan  |
| “Share(s)”                     | ordinary share(s) of HK\$0.01 each in the share capital of the Company   |
| “Shareholder(s)”               | holder(s) of the Shares  |
| “Stock Exchange”               | The Stock Exchange of Hong Kong Limited  |
| “Subscriber”                   | Shanghai Heri Investment Company Limited# (上海赫日投資有限公司), a company established in the PRC with limited liability, the subscriber of the Bonds   |
| “Subscription”                 | the subscription of the Bonds pursuant to the Subscription Agreement   |
| “Subscription Agreement”       | the subscription agreement dated 5 October 2021 entered into between the Issuer and the Subscriber in relation to the Subscription   |

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| “Trendzon Diandian Science and Technology Innovation City ” | the establishment of integrated industrial operation platform in certain industrial real estates and/or upgrades of regional industrial structure in the PRC for the creation of industrial parks by the Company under the name 卓航•點點科創城 (transliterated in English as Trendzon Diandian Science and Technology Innovation City) |
| “HK\$”  | Hong Kong dollar, the lawful currency of Hong Kong   |
| “RMB”   | Renminbi, the lawful currency of the PRC   |
| “%”   | per cent.  |

By Order of the Board  
**Trendzon Holdings Group Limited**  
**Feng Jiamin and Michael Shi Guan Wah**  
*Joint Chairmen*

Hong Kong, 5 October 2021

*As at the date of this announcement, the Board comprises Mr. Michael Shi Guan Wah, Ms. Feng Jiamin and Mr. Lok Ka Ho as executive directors; and Mr. Cher Choong Kiak, Mr. Chiam Soon Chian (Zhan Shunquan), Mr. Choo Chih Chien Benjamin, Mr. Tong Wing Chi, Mr. Shek Jun Chong and Mr. Qiu Yue as independent non-executive directors.*

*# In this announcement, translated English names of Chinese entities for which no official English translation exists are unofficial translations for identification purposes only, and in the event of any inconsistency between the Chinese names and their English translation, the Chinese names shall prevail.*